

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

PENGUIN GROUP (USA) INC.,

Plaintiff,

-against-

THOMAS STEINBECK and BLAKE SMYLE,

Defendants

DATE FILED: NOV 06 2008

04 CTV 6795 (GBD)

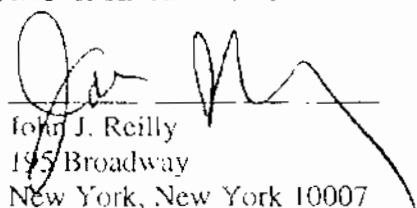
**STIPULATION  
AND ORDER FOR  
SUBSTITUTION OF  
COUNSEL**

IT IS HEREBY STIPULATED AND AGREED that Holland & Knight LLP, 195 Broadway, New York, NY 10007, be substituted in place of Manatt, Phelps & Phillips, LLP, 7 Times Square, 22<sup>nd</sup> Floor New York NY 10036, and 11355 West Olympic Boulevard, Los Angeles, CA 90064-1614, as attorneys for Defendants and Counterclaim Defendants, Thomas Steinbeck and Blake Smyle, in this action.

Dated: November 6, 2008


HOLLAND & KNIGHT LLP

By:

  
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*Incoming Attorneys for Defendants  
Thomas Steinbeck and Blake Smyle*

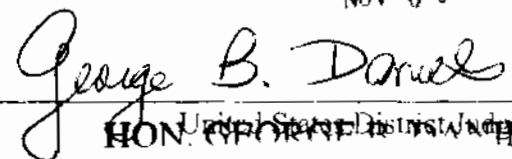
MANATT, PHELPS & PHILLIPS, LLP

By:

  
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*Outgoing Attorneys for Defendants  
Thomas Steinbeck and Blake Smyle*

SO ORDERED:

NOV 06 2008

  
HON. GEORGE B. DANIELS